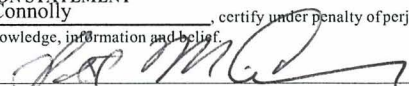


ORIGINAL

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 979091		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) HOLLAND & KNIGHT LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 800 17TH STREET, NW SUITE 1100			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY WASHINGTON		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)955-3000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004148995		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TDS BAJA BROADBAND, LLC			
(14) STREET ADDRESS LINE NO. 1 30 NORTH LASALLE STREET, SUITE 4000			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY CHICAGO		(17) STATE IL	(18) ZIP CODE 60632
(19) DAYTIME TELEPHONE NUMBER (include area code) (312)630-1900		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0022516330		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Peter M. Connolly</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u></u> DATE <u>March 27, 2013</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

Holland & Knight

800 17th Street, NW, Suite 1100 | Washington, DC 20006 | T 202.955.3000 | F 202.955.5564
Holland & Knight LLP | www.hklaw.com

ORIGINAL

VIA OVERNIGHT DELIVERY

Peter M. Connolly
202 862 5989
peter.connolly@hklaw.com

March 27, 2013

Marlene H. Dortch, Secretary
Federal Communications Commission
c/o U.S. Bank - Government Lockbox #979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101
Attention: FCC Government Lockbox


**RE: Application of TDS Baja Broadband, LLC and Baja Broadband, LLC For
Grant of Authority Pursuant to Section 214 of the Communications Act as
Amended, and Section 63.04 of the Commission's Rules to Assign the
Domestic 214 Authority of Baja Broadband, LLC to TDS Baja Broadband,
LLC**

Dear Ms. Dortch:

Enclosed please find an original and six (6) copies of an application by TDS Baja Broadband, LLC ("TDS Baja Broadband") and Baja Broadband, LLC ("Baja") for approval to assign the domestic Section 214 authority held by Baja to TDS Baja Broadband. Also enclosed is a completed Fee Remittance Form 159 and payment in the amount of \$1,050.00 to the Federal Communications Commission, which satisfies the filing fee required for this application under 47 CFR § 1.1105. Streamlined processing is requested pursuant to Section 63.03 of the Commission's rules.

Please date-stamp the enclosed extra copy of this filing marked "COPY" and return it in the enclosed UPS envelope. In the event there are any questions in connection with this filing, please contact the undersigned.

Very truly yours,



Peter M. Connolly

Enclosures

#12753077_v1

ORIGINAL

ORIGINAL

Before the
Federal Communications Commission
Washington, DC 20554

In the Matter of)
)
)

Baja Broadband, LLC)
)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act)
as Amended, and Section 63.04 of)
the Commission's Rules to Assign the Domestic)
214 Authority of Baja Broadband, LLC)
to TDS Baja Broadband LLC)
_____)

APPLICATION

Baja Broadband, LLC, a Delaware limited liability company, ("Baja") and TDS Baja Broadband LLC, a Delaware limited liability company ("TDS Baja Broadband") (collectively, "Applicants") hereby seek authorization to assign Baja's blanket domestic Section 214 authorization to TDS Baja Broadband.

Background

Baja is a cable television company headquartered in Alamogordo, New Mexico. It provides video, high speed broadband and voice services to residential and commercial customers in Colorado, New Mexico, Texas, Utah, Arizona and Nevada. Baja holds domestic 214 authority from the FCC to provide the telecommunications component of these services.

TDS Baja Broadband is a wholly owned subsidiary of TDS Broadband LLC ("TDS Broadband"), also a Delaware limited liability company, TDS Broadband is, in turn a wholly owned subsidiary of Telephone and Data Systems, Inc. ("TDS"), a Delaware corporation.

It is proposed that TDS Baja Broadband will acquire substantially all of the assets of Baja, including its cable franchises, customers, and FCC licenses, including its domestic Section 214 authority.

TDS is a diversified telecommunications service company. It provides wireless operations through its 84 percent owned subsidiary United States Cellular Corporation ("U.S. Cellular") and wireline operations through its wholly-owned subsidiary TDS Telecommunications Corporation ("TDS Telecom"). On December 31, 2012, U.S. Cellular served approximately 5.8 million customers and TDS Telecom provided approximately 1 million customer connections. TDS Telecom also operates TDS Hosted and Managed Services, LLC, which specializes in planning, engineering, procurement, installation, sales and management of information technology (IT) infrastructure. TDS's business strategy is to expand its existing operations through internal growth and acquisitions and to acquire other related businesses, such as cable/broadband, in which TDS can utilize its expertise in customer-focused telecommunications services. Neither TDS Telecom nor U.S. Cellular currently provides service in any of Baja's franchise areas.

TDS Telecom has previously operated cable systems owned by some of its rural telephone companies but TDS plans to rely mainly on the expertise of Baja Broadband LLC's present employees in the relevant franchise areas, whom TDS intends to retain in their positions.

Since acquiring its first cable system in 2006, Baja has focused its efforts on upgrading and improving system infrastructure, adding services and improving customer care. Baja's technical team has focused on hardening and rebuilding its systems and has successfully planned and executed extensive upgrades, which have included investments to improve the company's fiber optic infrastructure and investments in improved customer service for video and High

Speed Data technical support. TDS intends to build on those accomplishments, with an emphasis on improving broadband capabilities. TDS will also employ additional consultants and add employees as necessary to maintain and improve the current quality of service in Baja's franchise areas.

The transaction has received approval by the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (approved March 15, 2013, Transaction Number 2013066). And the transaction will require approval by Baja's franchise authorities, which will be sought pursuant to the requirements of Section 617 of the Communications Act (47 U.S.C. Section 537).

Information Required By Section 63.04 of the Rules.

1. Name, Address and Telephone Number of Each Applicant.

Assignor:

Baja Broadband LLC
1061 521 Corporate Center Drive (Suite 100)
Fort Mill, SC 29707
ATTN: Randy Santiago
Telephone: 980-235-7610

Assignee:

TDS Baja Broadband LLC
30 North La Salle Street
Chicago, IL 60602
ATTN: Mark E. Barber
Telephone: 608-664-4000

2. Section 63.04(a)(2) – Jurisdiction of Organization:

Assignor:

Baja is a Delaware limited liability company.

Assignee:

TDS Baja Broadband is a Delaware limited liability company.

3. Section 63.03(a)(3) – correspondence concerning this Application should be sent to:

Assignor:

Baja Broadband LLC
1061 521 Corporate Center Drive (Suite 100)
Fort Mill, SC 29707
ATTN: Randy Santiago
Telephone: 980-235-7610

With a copy to:

Edwards Wildman Palmer LLP
1255 23rd Street, NW, Suite 800
Washington, DC 20037
ATTN: Craig Gilley
Tel: 202-939-7928

Assignee:

TDS Telecom
525 Junction Road
Madison, WI 53717
ATTN: Mark E. Barber
Telephone: 608-664-4000

With a copy to:

Holland & Knight LLP
2099 Pennsylvania Avenue, NW, Suite 100
Washington, DC 20006
ATTN: Peter M. Connolly
Telephone: 202-862-5989

4. Section 63.04: Name, Address, Citizenship, Principal Place of Business and Ownership Interest of Owners of Ten Percent or More of Each Applicant.

Assignor:

M/C Venture Partners V, L.P.
75 State Street (Suite 2500)
Boston, MA 02109
Ownership of Baja: 33.24% (direct)

MC Venture Partners VI, L.P.
75 State Street (Suite 2500)
Boston, MA 02109
Ownership of Baja: 11.04% (direct)

M/C VP V LLC
75 State Street (Suite 2500)
Boston, MA 02109
Ownership of Baja: 33.24% (indirectly in Baja as general partner of M/C Venture Partners V, L.P.)

M/C VP VI LLC
75 State Street (Suite 2500)
Boston, MA 02109
Ownership of Baja: 11.04% (indirectly in Baja as general partner of M/C Venture Partners VI, L.P.)

In addition, the following individuals are the managing members of both M/C VP V LLC and M/C VP VI LLC; all are U.S. citizens; and all can be reached through M/C VP VI LLC: James F. Wade, David D. Croll, John W. Watkins, Gillis S. Cashman and Brian M. Clark. While they have attributable indirect interests of more than 10% indirect interests in Baja as managing members of both M/C VP V LLC and M/C VP VI LLC, none of these five individuals holds attributable interests in Baja in excess of 50%. To Assignee's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in Baja through either M/C VP V LLC or M/C VP VI LLC.

Columbia Capital Equity Partners IV (ECI), Ltd.
201 N. Union Street (Suite 300)
Alexandria, VA 22314
Ownership of Baja: 41.12% (direct)

Columbia Capital Equity Partners IV (QP), L.P.
201 N. Union Street (Suite 300)
Alexandria, VA 22314
Ownership of Baja: 41.12% (indirect in Baja as sole stockholder of Columbia Capital Equity Partners IV (ECI), L.P.)

Columbia Capital Equity Partners IV, L.P.
201 N. Union Street (Suite 300)
Alexandria, VA 22314
Ownership of Baja: 46.18% (indirect interest in Baja as general partner of Columbia Capital Equity Partners IV (QP), L.P. and as general partner of Columbia Capital Equity Partners IV (QPCO), L.P. (5.06% indirect interest in Baja), which is sole shareholder of Columbia Orange Partners IV, Inc. (5.06% direct interest in Baja))

Columbia Capital IV, LLC
201 N. Union Street (Suite 300)
Alexandria, VA 22314

Ownership of Baja: 46.46% (indirectly in Baja as the general partner of Columbia Capital Equity Partners IV, L.P., and as the general partner of Columbia Capital Employee Investors IV, L.P. (0.28% direct interest in Baja)

In addition, the following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens and can be reached through Columbia Capital IV, LLC: James B. Fleming, Jr., R. Philip Herget, III and Harry F. Hopper, III. While they have attributable indirect interests of more than 10% indirect interests in Baja as managing members of Columbia Capital IV, LLC, none of these three individuals holds attributable interests in Baja in excess of 50%. To Assignee's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in Baja through Columbia Capital Equity Partners IV (ECI), Ltd.

Each of the above-listed entities is non-dominant and does not provide any service in the geographic area covered by this application. Each is also a United States citizen and is primarily involved in the business of investments.

No other entity holds an aggregate 10 percent or greater equity or voting interest in Baja.

Assignee:

As previously noted, TDS Baja Broadband is a wholly owned/indirect subsidiary of TDS.

TDS is controlled by a Voting Trust whose trustees are LeRoy T. Carlson, Jr., Walter C.D. Carlson, Prudence E. Carlson, and Dr. Letitia G.C. Carlson. They are brothers and sisters and U.S. citizens. The address of the trust is TDS's business address: 30 North LaSalle Street, Chicago, IL 60602.

LeRoy T. Carlson, Jr. is the President of TDS and Walter C. D. Carlson is its non-executive Chairman.

The Voting Trust controls 53.8% of the voting power of TDS's total shares that vote in matters other than the election of directors and 94.8% of the Series A Common Shares which elect eight of TDS's 12 directors. Further information regarding TDS can be found in its Form 602, "FCC Ownership Disclosure Information for the Wireless Telecommunications Services" on file with the Commission.

No other entity holds an aggregate 10 percent or greater equity or voting interest in TDS.

There are no interlocking directorates with foreign carriers.

5. Section 63.04(a)(5) – Certification That No Party is Subject to Denial of Federal Benefits.

Applicants certify that they are not subject to denial of Federal Benefits pursuant to Section 5031 of the Drug Abuse Act of 1988, 21 U.S.C. § 854(a)

6. Section 63.04(a)(6) – Description of Transaction.

See "Background" discussion above.

7. Section 63.04(a)(7) Description of Geographic Areas in which Assignor and Assignee and Their Affiliates Offer Domestic Telecommunications Services.

Assignor:

As noted above, Baja is a full service communications company, providing video, high speed broadband and voice services in its cable franchise areas in Colorado, New Mexico, Texas, Utah, Arizona, and Nevada.

Assignee:

TDS was founded in 1969 with the purchase of ten small telephone carriers in Wisconsin. Over the years, TDS has grown as a landline carrier in large part by acquiring many small ILECs and developing economies of scale in equipment procurement, operations, financing and other areas. TDS conducts ILEC telephone operations through 115 subsidiaries, in 28 states. Though TDS operates ILEC subsidiaries in Colorado and Arizona, their service areas do not overlap with any of Baja's franchise areas. TDS also conducts CLEC operations in two additional states, Illinois and North Dakota, where it does not have ILEC operations.

As noted, TDS's subsidiary U.S. Cellular currently serves 5.8 million customers in 36 states. U.S. Cellular provides no service in New Mexico, Utah, Arizona, and Nevada. And though it serves certain areas in Texas and is licensed in Colorado, its service areas do not overlap with any of Baja's franchise areas.

As discussed above, TDS proposes to build on and improve Baja's existing excellent customer service, bringing to bear the resources of a publicly held company with deep telecommunications experience. Thus, TDS's acquisition of Baja's assets will enhance competition in the relevant markets.

8. Section 63.04(a)(8) – Statement as to How This Application Fits Into The Streamlined Category.

The application qualifies for streamlined treatment under Section 63.03(b) 2(iii) of the FCC's Rules because the applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the geographic area where the dominant carrier is dominant. Baja is a non-dominant carrier. TDS Baja Broadband's TDS Telecom ILEC affiliates are "dominant" in their local exchange areas. However, none of those areas overlap with any of the areas in which Baja provides cable and associated telecommunications services. Accordingly, pursuant to Section 63.03(b)(2)(ii) of the FCC's Rules, this transaction should receive "streamlined" treatment.

9. Section 63.04(a)(9) – Identification of All Other Commission Applications Related to this Translation.

There will be two other FCC assignment applications related to this transaction. The Applicants are also assigning business radio licenses (Call Signs WNKX429, WNLV282, WPDM721, WXH433, and WQDI938) licensed to Baja and to Baja's commonly-owned affiliate Baja Broadband Operating Company, LLC (Call Sign KGU338, KNGK656) to TDS Baja Broadband.

10. Section 63.04(a)(10) – Statement of Whether Applications are Requesting Special Consideration Because Either Party To This Transaction is Facing Imminent Business Failure.

Applicants seek no such special consideration.

11. Section 63.04(a)(11) – Identification of Any Separately Filed Waiver Requests Sought In Conjunction With This Transaction.

Applicants have filed no separate waiver requests in conjunction with this filing.

12. Section 63.04(a)(12) – Statement Showing How Grant of Application Will Serve The Public Convenience and Necessity.

Grant of the application will serve the public interest, convenience and necessity. TDS Baja Broadband will be able to offer Baja's customers access to the state of the art service which all TDS companies provide, supported by the economies of scale and scope which a holding company can offer its subsidiaries. Since its inception in 1969, TDS Telecom's successful business strategy has been to purchase well run companies and build on their existing strengths, while upgrading the facilities of those companies. A holding company such as TDS can offer management expertise and economies of scale and scope to local companies, which can be vital in the ever more competitive environment of the U.S. telecommunications industry.

TDS Telecom will make the necessary investments to make Baja a stronger competitor, able to deal with the rigors of the 21st century marketplace.

[The Remainder Of This Page Was Left Blank Intentionally]

TDS Telecom will make the necessary investments to make Baja a stronger competitor, able to deal with the rigors of the 21st century marketplace.

For the foregoing reasons, the Applicants respectfully request that the Commission grant the authority requested in this application.

Respectfully submitted,

Baja Broadband, LLC

By: _____

Name: Carl Shapiro

Title: Vice President-Finance and CFO

Date: _____

TDS Baja Broadband LLC

By:  _____

Name: David A. Wittwer

Title: President

Date: 03/26/2013

For the foregoing reasons, the Applicants respectfully request that the Commission grant the authority requested in this application.

Respectfully submitted,

Baja Broadband, LLC

By: 

Name: Carl Shapiro

Title: Vice President-Finance and CFO

Date: 3/26/13

TDS Baja Broadband LLC

By: _____

Name: David A. Wittwer

Title: President

Date: _____